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1 catch his airplane because I'm sympathetic to
2 anybody who has to be in Newark for a minute, let
3 alone five hours.

4 MR. JENSEN: For the record, we don't
5 want to cut you off, but I think a fair summary
6 of today's proceedings would be that you've gone
7 into areas that are marginally relevant, if at
8 all. We don't feel responsible for the time
9 you've taken in those questionable areas.

10 BY MR. SMITH:

11 Q. I guess my concluding question to you,
12 Mr. Wade, is what sentence of the Tenth Circuit
13 order puts you in charge of deciding what's
14 necessary or justified?

15 MR. JENSEN: The Tenth Circuit order
16 speaks for itself.

17 BY MR. SMITH:

18 Q. Did you have a specific phrase that
19 you were counting on to assign you that task that
20 you can point to in the order for me?

21 A. I disagree with the premise of the

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1 question.

2 Q. Which premise? That the order gave
3 you that task or that you interpret the order to
4 give you that task or that -- or what?

5 A. Both of those.

6 Q. Well, you have some definition of need
7 or just justification. I'm not sure what it is.
8 I'm not sure what target Beehive has to hit to
9 satisfy you. That is part of my problem, and
10 you're not telling me in this deposition so far.
11 I'll give you one last chance. What is the
12 target that Beehive has to hit to satisfy

13 whatever test it is that you have in interpreting
14 this language in the Tenth Circuit order?

15 MR. JENSEN: The target is stated in
16 the Tenth Circuit order. You can read the
17 language.

18 BY MR. SMITH:

19 Q. I have to get past this man sitting
20 across from me here, and I'm wondering how to do
21 that. In fairness if you're going to ask me to

1 shoot at a target, you have to tell me how many
2 feet and what I can shoot with and so forth. I'm
3 not just going to keep putting up fowl shots and
4 have you move the basket on me. I want to know
5 where the basket is that I'm going to hit.
6 That's fair.

7 MR. JENSEN: The basket is the Tenth
8 Circuit order.

9 MR. SMITH: As interpreted by
10 Mr. Wade.

11 MR. JENSEN: We don't have a better
12 ability to interpret than you do.

13 MR. SMITH: He's got something in mind
14 that he's not saying. What is need? What is
15 justification, and where does this order -- just
16 tell me. Where does it allow you to define that?

17 MR. JENSEN: You're asking for a legal
18 interpretation. You'd be better off asking that
19 question of the Tenth Circuit. You're the ones
20 who used the language.

21 MR. SMITH: I'm asking for his

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1 understanding as he read the order and as he's --
2 as he says "following it."

3 MR. JENSEN: That's asking for a legal
4 interpretation.

5 MR. SMITH: I'm asking for his
6 understanding. What language is he relying on?
7 Do you want to see the order?

8 MR. JENSEN: Show him the order and
9 let him point to the sentence that's applicable.

10 MR. SMITH: Let's mark this as an
11 exhibit. Do you want to use the November 24th or
12 the January 6th? It's got the same language with
13 one minor exception. January 6th?

14 MR. JENSEN: You've got to have the
15 whole thing that was attached to the January 6th
16 order.

17 MR. SMITH: November 24th?

18 MR. JENSEN: The revised order from
19 November 24th is attached to the November 6th
20 order.

21 (Wade Deposition Exhibit Number 20 was

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1 marked for identification.)

2 THE WITNESS: What are we looking at?

3 BY MR. SMITH:

4 Q. You are going to tell me what language
5 you are relying on from your personal
6 understanding, not a legal conclusion, that
7 allows you to test the need or justification that
8 is noted in that order in terms of Beehive's
9 access to these 629 numbers.

10 MR. JENSEN: Again, I think you're
11 mischaracterizing his testimony, but at least he
12 can point to the language of the order.

13 MR. SMITH: I'm not characterizing
14 testimony with that question.

15 MS. TUCKER: Actually, it's confusing.
16 Could we clarify whether you mean 800-629 numbers
17 or do you mean 888-629 numbers?

18 MR. SMITH: I mean the numbers in
19 controversy in this proceeding. As I said right
20 at the beginning, the 800-629 numbers. I don't
21 think there's any question about that.

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1 THE WITNESS: What do you want me to
2 do, read this to him?

3 MR. JENSEN: Sure.

4 BY MR. SMITH:

5 Q. I want you to read me the language
6 that says, Michael Wade, you get to decide what's
7 justified and what's needful following this
8 order. Where is that in there?

9 MR. JENSEN: Well, again, you're
10 making an assumption that he has made that
11 conclusion. I don't think that's justified on
12 the basis of the testimony he's given.

13 BY MR. SMITH:

14 Q. Well has anybody else in charge of
15 looking at whatever form Beehive submits to you
16 and saying, yep, this is consistent with the
17 Tenth Circuit or, nope, this isn't consistent
18 with the Tenth Circuit? Is there anybody else
19 out there who's going to do that at your end or
20 is it you, Michael?

21 MR. JENSEN: As you recall, there was

Page 327

1 a hearing before Judge Jenkins in which
2 Judge Jenkins said that he would make the
3 decision. If Beehive wanted to have one of those
4 numbers, it should go to him with that request,
5 and he would make the decision as to whether it
6 was appropriate to release that number or not.

7 MR. SMITH: Yes, I remember that, and
8 I also remember what you argued at the Tenth
9 Circuit about that and why we have this paragraph
10 that we're reading right now. My question is,
11 you know, the same. I'd like an answer to that
12 question.

13 BY MR. SMITH:

14 Q. Is there anything in there that you
15 rely on from your personal understanding that
16 gives you the authority to make the decision that
17 you are, in fact, making here. I mean, that's
18 the reality, unless you tell me there's another
19 person that's going to look at this piece of
20 paper that Beehive sends to you and says, nope,
21 that's not need, that's not justification.

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1 MR. JENSEN: Again, your question
2 assumes that Mr. Wade has concluded that he
3 and/or DSMI is the arbiter of what's necessary
4 under the terms of the order.

5 MR. SMITH: Are you telling me you're
6 not going to be the arbiter? You're not going to
7 do that? I'm going to have Mr. Brothers send a
8 piece of paper tonight, and he'll put whatever he
9 puts, and you're not going to decide whether
10 that's need or justification within the meaning
11 of this exhibit that you're looking at right now,
12 Number 20.

13 MR. JENSEN: You're asking him to
14 speculate again.

15 MR. SMITH: I think he knows what he's
16 going to do. Just tell me. Tell me that you're
17 not going to do that. Is that a fact, you're not
18 going to? Will you promise right now that you
19 won't pass on it? You'll say, oh, okay, he wrote
20 it, fine, send out the numbers? Is that what
21 you'll do?

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1 MR. JENSEN: You're asking him to
2 speculate. The question is totally outside the
3 scope of permissible discovery.
4 MR. SMITH: It goes to the heart of
5 this contempt proceeding.
6 BY MR. SMITH:
7 Q. You can answer. Are you not going to
8 do that? Are you not going to look at that paper
9 and make a judgment and say thumbs up or thumbs
10 down? You're just going to let it go by?
11 MR. JENSEN: I'm going to renew my
12 objection.
13 MR. SMITH: You've objected.
14 MR. JENSEN: I think it's pointless to
15 ask this question.
16 MR. SMITH: I want an answer to this
17 question. He can answer. You've made your
18 objection.
19 BY MR. SMITH:
20 Q. What are you going to do, Michael?
21 MR. JENSEN: Maybe he hasn't decided

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1 what he's going to do.
2 MS. TUCKER: It depends on the
3 content.
4 BY MR. SMITH:
5 Q. It depends on what Mr. Brothers puts
6 on his paper, doesn't it, which means you're
7 going to judge? If you think it's
8 satisfactory --
9 MR. JENSEN: You're arguing with the
10 witness now.
11 BY MR. SMITH:
12 Q. Isn't that the fact? Isn't that your
13 present intention? You're going to look at that
14 paper and you're going to decide. You're not
15 just going to let it go by. Then that leads to
16 my next question. If you're going to decide,
17 what's the basis upon which you're going to
18 decide?
19 MR. JENSEN: It may very well be that
20 if Beehive chooses to submit something to
21 demonstrate necessity as required by the court

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1 that we may have to go to the court and ask the
2 court if that's sufficient.
3 MR. SMITH: We're wasting our time.
4 MR. JENSEN: That's a legal decision.
5 MR. SMITH: We can go out and hustle
6 business and get subscribers and go to all that
7 effort, put together the contracts, but all our
8 contracts are going to have to say that we have
9 to go past Mr. Wade, and if he doesn't think this
10 contract is good, he'll say no and then we may
11 not have a deal and we'll have to go to court,
12 et cetera. That's the practical reality, and I
13 think Mr. Wade is aware of that. In fairness,
14 I'm asking what are the ground rules?
15 Are you going to tell me right now
16 what they are so that my client has something
17 reasonable to go on in fashioning those
18 relationships?
19 MR. JENSEN: I'm going to renew the
20 same objection, make the same response. You're
21 asking him to speculate. You're asking him to

Page 332

1 make a legal conclusion, and it's outside the
2 scope of discovery.
3 MR. SMITH: And it's also extremely
4 unfair, so now I'd like an answer.
5 THE WITNESS: Should I answer?
6 MR. JENSEN: If you can -- subject to
7 my objections, if you can, answer the question.
8 THE WITNESS: I can't answer the
9 question. He's asked the question ten times
10 before, and the answer has consistently been that
11 we never got that far.
12 MR. SMITH: Okay.
13 (Reading and signature not waived.)
14 (Time noted: 6:10 p.m.)
15 - - - - -
16
17
18
19
20
21

March 4, 1999

N. M. Grove
MCC 1A-324G

S. G. Chappell
RRC 4C-1103

W. Reed
MCC 1A-352G

Gentlemen:

As you will recall, Database Service Management, Inc. (DSMI), acting as the agent for the Regional Bell Operating Companies (RBOCs), has been involved in legal and regulatory activity related to Beehive Telephone Company, Inc. (Beehive) for several years. The dispute originally centered on non-payment of charges associated with services provided via the SMS/800 Tariff. The dispute has evolved into an issue of proper assignment of the 800-629 code. Beehive claims rights to the code based on an assignment made prior to the implementation of 800 number portability. DSMI is bound by Federal Communications Commission (FCC) regulations requiring that Toll Free numbering resources be made available to all Responsible Organizations (Resp Orgs) on a 'first come - first served' basis.

We recently won an appeal to the Tenth Circuit Court regarding this matter. The Court remanded the case to the Utah District Court, and ordered that the matter be referred to the FCC on the basis of primary jurisdiction. We have filed the necessary petition asking the FCC for an expedited decision.

As part of its handling of the case, the Utah District Court has required that the disputed numbers be turned over to Beehive pending resolution. Both Courts further ordered that "Beehive shall be allowed to obtain a '629' number from the 'unavailable'

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DSMI 000943

block *when necessary* to provide service to a new Beehive customer or additional service to an existing Beehive customer."

Based on advice of Counsel, both internal (Louise Tucker) and external (Floyd Jensen of Ray, Quinney & Nebeker in Salt Lake City), we have complied with the Orders by transferring the disputed number to the Beehive Resp Org account, but leaving the numbers in 'unavailable' status which requires our intervention to release a number for use. We have offered to work with Beehive should they have a situation that meets the requirements specified in the Orders. (See Attachment 1).

We recently received additional correspondence from Beehive. (See Attachment 2) The Beehive letter raised two (2) concerns:

- 1) Beehive claims an error in billing related to the 'unavailable' numbers. Beehive's concern regarding the error in billing is accurate. The SMS/800 Tariff provides that no monthly per number charges will be assessed when the numbers are in 'unavailable' status. Unfortunately, in this case, the records were transferred to the Beehive Resp Org account manually and did not go through the normal screening process associated with the daily feed from SMS/800 to BILL/800. Therefore the 'unavailable' numbers were not filtered from the billing system and Beehive was charged. We have worked with the Bellcore group responsible for BILL/800 and are modifying the system and the processes to assure that this error does not re-occur. We are also preparing to return the over-payment to Beehive. Beehive has been notified of our actions. (See Attachment 3)

Louise and I have reviewed this matter and have agreed on the short reply provided to Beehive, assuring Mr. Brothers that his billing concern is being addressed and his over-payment will be returned to him as quickly as possible.

- 2) The Beehive letter raises an issue regarding a potential legal action, which could negatively impact Mr. Smith, Mr. Ahuja, and DSMI. Although we are concerned about the threats contained in the Beehive letter, we would like to remind you that Mr. Brothers is a known maverick with a wide reputation for bizarre statements and claims. We do not anticipate that any of his threats will materialize but wanted to assure that you, as the DSMI Board of Directors, were aware of the situation.

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We will continue to work with Beehive, responding appropriately to all requests and activities in an effort to assure that the situation is not aggravated.

If there is further activity relative to this matter, I will keep you informed. If there is additional information you desire, please contact me.

Sincerely,

A handwritten signature in cursive script that reads "Michael J. Wade".

Michael J. Wade
DSMI – President

copy (w/att) to: R. A. Orriss
 L. L. M. Tucker
 J. C. Braun, Jr.

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DSMI 000945

3 Corporate Place • Piscataway, NJ 08854-4199
732-699-2100 • Fax 732-336-3295

January 26, 1999

Mr. Arthur Brothers
Beehive Telephone Co., Inc.

Re: Database Service Management, Inc. v. Beehive Telephone Co., Inc.

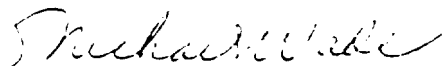
Dear Mr. Brothers:

Thank you for your telephone call of January 25, 1999. As you undoubtedly know, both the Tenth Circuit and now the District Court have provided that "Beehive shall be allowed to obtain a '629' number from the 'unavailable' block *when necessary* to provide service to a new Beehive customer or additional service to an existing Beehive customer."

We would ask that you provide us with the information indicated on the enclosed form for each number from the 800-629 series that you are requesting. Based on that information, in accordance with the court's order, if it appears necessary to provide service to your customer through a number from the 800-629 series, then the number will be released and assigned to Beehive.

Please feel free to call if you have any questions.

Sincerely,



Michael Wade

Enclosure

cc: Louise Tucker
Floyd Jensen

DSMI 000946

BEEHIVE TELEPHONE CO., INC.

125 Base Dr. - Wendover 84088

date

February 20, 1999

SMS800 head coach - a division of Bellcore
6 Corporate Place
Placataway, N.J. 08854

Dear Coach,

As you are aware Federal Judge Jenkins in his Order directed Bellcore to release the entire lot of 800 numbers back to Beehive.

We received a bill from you for close to \$4,000 which we surmised was a recognition of turn back of most (but not all) of the numbers in question. We paid that bill. After we paid, we were informed that you would not release the numbers pursuant to the Orders of the Federal Judge. As in sports, if a ref gets angry with certain team members - it can go hard on the players as a result. I had hoped you, of all people, would understand that because your people have (in the opinion of payers in this part of the world) pissed off Judge Jenkins. That was not smart.

I suggest you turn back all the numbers - now. However, since you usurped the numbers, there have been area and NXX changes and so when you re-insert the number, please direct all numbers in the Utah LATA to:

435-999-xxxx

And, within the Northern Nevada LATA, direct them to:

775-472-xxxx

These are similar routing to our existing numbers with the exception that we have not got around to pulling routing from 702 to 775 which has to be done by mid-May of this year.

For your information, all the numbers are assigned. However, it is none of your business to whom they are being used by. If you decline to carry out the direction of the Court, it is our intention to move the Court for both monetary and punitive sanctions which could include jail time for you, Richard Smith, and Sanjiv Ahuja. The latter two are top quality professionals working hard to bring business to Bellcore, and I don't think they would look kindly at being dragged into a ruckus that might cause Lockheed-Martin to find a toe hold to get the 800 data base administration away from Bellcore.

So lets put away all the hard feelings generated by your prior owners and work out solutions that assure both of us a continued existence. We still have to discuss the balance of the numbers you allowed to get away. And, please credit our bills till you turn the numbers back on. Call me anytime. 435-234-0111.

Sincerely Yours,

A. W. Brothers, President

cc: Alan Smith, Dave Irvine, esq.

DSMI 000947

SMS/800

Management Team

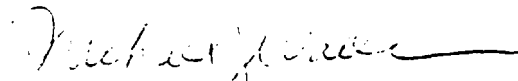
3 Corporate Place • Pscataway, NJ 08654-4199
732-699-2100 • Fax 732-336-3295

March 4, 1999

Mr. A. W. Brothers
Beehive Telephone Co., Inc.
125 Base Dr.
Wendover, UT 84083

Mr. Brothers:

I am in receipt of your letter dated February 20, 1999. We apologize for the error in the billing of your account and are taking immediate steps to correct the error and to assure that it does not re-occur. As quickly as possible, we will be returning to you your over-payments. If you have any billing concerns in the future, please contact us.



Michael J. Wade
SMS/800 Service

DSMI 000948

December 10, 1997

Karen N. Mulberry
MCI
2400 Glenville Avenue
Richardson, Texas 75082

Mark Welch
Southwestern Bell Telephone Company
One Bell Center, Room 40-V-7
St. Louis, Missouri 63101

Dear Karen and Mark:

The following information is being provided in response to your letter of November 21, 1997. In that letter, you asked that Database Service Management, Inc. (DSMI¹) "...demonstrate how they meet the neutrality requirements in Section 1.2 of the February 20, 1997, NANP Working Group by December 12th."

Prior to reviewing the facts related to DSMI's neutrality, I would like to take the opportunity to clarify some of the topics discussed during the November 19th meeting of the North American Numbering Plan Administration (NANPA) Working Group. It is critical when discussing "administration", as it applies to the 800 Service Management System (SMS/800), to distinguish between service administration, system administration, and number administration. Let me provide a working definition of each activity and an overview of the organization(s) responsible for that activity.

Service Administration is the process of assuring that the services provided through the SMS/800 are (a) provided in a manner that is

¹ DSMI is a wholly owned subsidiary of Bell Communications Research, Inc. (Bellcore). Bellcore formed DSMI on April 29, 1993, to provide centralized support for the provision of SMS/800 Services. The formation of the separate subsidiary was driven by the anticipated need to assure segregation of the costs and revenues associated with the provision of SMS/800 Services by the Regional Bell Operating Companies (RBOCs).

DSMI 000460

consistent with the tariffs and contracts governing those services, and (b) meet the needs and expectations of the users of the system.

Service Administration is the responsibility of the SMS/800 Management Team (SMT²), working in cooperation with the subcontractors utilized by the SMT to provide SMS/800 services.

System Administration is the process of maintaining the SMS/800 system in terms of updating internal table contents, defining and validating user access capabilities and security features, mass change and batch process scheduling, etc.

All System Administration for the SMS/800 is provided, under contract to the SMT, by the SMS/800 Help Desk and the SMS/800 Data Center. SMS/800 Help Desk support is currently provided by Sykes Enterprises, Inc. (SEi). SMS/800 Data Center support is currently provided by Southwestern Bell Telephone Company (SWBT).

Number Administration, and Toll Free number administration in particular, consists of defining guidelines for the assignment and use of numbering resources (Toll Free resources in this case), as well as the definition of procedures to be used in the resolution of conflicts related to numbering issues.

For Toll Free Services, Number Administration is provided by a combination of the FCC and various industry forums under the Alliance For Telecommunications Industry Solutions (ATIS) umbrella. In particular, the SMS/800 Number Administration Committee (SNAC) and the Industry Numbering Committee (INC) provide Number Administration direction for Toll Free Services.

Neither the SMS/800 Management Team (SMT), nor DSMI, acting as the Business Representative of the SMT, has any role in number administration for Toll Free Services.

In your letter of November 21st, you request that the information regarding DSMI's neutrality be provided in a manner that is consistent with the requirements specified in the North American Numbering Council's (NANC's) request for proposals for a new North American Numbering Plan Administrator. For your convenience, those requirements are reproduced as part of this letter, along with the appropriate information addressing DSMI's neutrality.

² The SMT consists of representatives of the RBOCs. The RBOCs were ordered by the Federal Communications Commission (FCC) to jointly provide SMS/800 services, via federal tariff, as part of the Commission's Order in Docket 86-10.

"As stated in the Communications Act of 1934 as amended by the Telecommunications Act of 1996 (Sec.251(e)(1)), the FCC is required to 'create or designate one or more impartial entities to administer telecommunications numbering and to make such numbers available on an equitable basis.'

"Further, as stated in CC Docket No. 92-237, the NANPA 'should be a non-governmental entity that is not aligned with any particular telecommunications industry segment.' "

Clearly, DSMI is not an agency of the United States government, nor is it affiliated with the government of any other country. DSMI meets the requirement to be a non-governmental entity.

"Accordingly, the NANPA and the B&C Agent shall ensure that they comply with the following criteria for assessing neutrality during the Term of Administration:

- 1) the NANPA and B&C Agent may not be an affiliate of any telecommunications service provider(s) as defined in the Telecommunications Act of 1996. 'Affiliate' is a person who controls, is controlled by, or is under the direct or indirect common control with another person. A person shall be deemed to control another if such person possesses, directly or indirectly, (i) as equity interest by stock, partnership (general or limited) interest, joint venture participation, or member interest in the other person ten (10%) percent or more of the total outstanding equity interests in the other person, or (ii) the power to vote ten (10%) percent of the securities (by stock, partnership (general or limited) interest, joint venture participation, or member interest) having ordinary voting power for the election of directors, general partner, or management of such other person, or (iii) the power to direct or cause the direction of the management and policies of such other person, whether through the ownership of or right to vote voting rights attributable to the stock, partnership (general or limited) interest, joint venture participation, or member interest of such other person, by contract (including but not limited to stockholder agreement, partnership (general or limited) agreement, joint venture agreement, or operating agreement), or otherwise;"*

DSMI is an affiliate of Bellcore, which in turn is a wholly owned subsidiary of Science Applications International Corporation (SAIC³). Neither Bellcore nor SAIC are telecommunications service providers. Therefore, DSMI meets the requirement that it not be an affiliate of any telecommunications service provider(s).

"2) the NANPA and B&C Agent, and any affiliate thereof, may not issue a majority of its debt to, nor derive a majority of its revenues from any telecommunications service provider. 'Majority' shall mean greater than 50 percent, and 'debt' shall mean stocks, bonds, securities, notes, loans or any other instrument of indebtedness; and"

DSMI provides centralized support for SMS/800 services on behalf of the RBOCs. When taken as a component of its parent company, as DSMI rightfully should in this context since its employees are on loan to DSMI and all DSMI corporate policies and procedures are identical to its parent company's policies and procedures, the percentage of SAIC's / Bellcore's / DSMI's⁴ annual revenue received from any individual telecommunications service provider is less than five percent (5%).

DSMI, as a separate entity, does not carry any debt burden. Its parent company debt is not derived from any telecommunications service provider, but rather from public financial institutions.

DSMI meets the requirement that it may not issue a majority of its debt, nor derive a majority of its revenues, from any telecommunications service provider.

"3) notwithstanding the Neutrality Criteria set forth in 1) and 2) above, the NANPA and B&C Agent may be determined to be or not to be subject to undue influence by parties with a vested interest in the outcome of numbering administration and activities. NANC may conduct an evaluation to determine whether the NANPA and B&C Agent meet the undue influence criterion."

DSMI meets the requirement that it not be subject to undue influence by parties with a vested interest in Toll Free number administration activities. DSMI has been providing centralized support for the past

³ The sale of Bellcore to Science Applications International Corporation (SAIC) was completed on November 14, 1997. SAIC is an employee owned company with no financial affiliations with any telecommunications service provider.

⁴ SAIC / Bellcore / DSMI provide services to over 800 companies and have combined annual revenues of more than \$3 billion.

fifty-six (56) months and there has never been a single concern regarding DSMI's handling of its obligations.

SMS/800 services to Responsible Organizations (Resp Orgs) are provided via the 800 Service Management System (SMS/800) Functions tariff. The SMS/800 Tariff requires that services be provided in a non-discriminatory manner. Likewise, the DSMI contract with the RBOCs requires that DSMI provide the requested support in a non-discriminatory manner.

It should be noted that the RBOCs are not represented on Bellcore's Board of Directors, and they do not control Bellcore or DSMI decision making or direction, outside of the DSMI Business Representative contract with the SMT.

And again, as stated earlier, neither the SMT, nor DSMI, acting as the Business Representative of the SMT, has any role in number administration for Toll Free Services. The net effect of this fact is that DSMI is not subject to influence, undue or otherwise, related to numbering administration and numbering activities.

In conclusion, I would like to state that I believe that DSMI clearly meets the definitions of an 'impartial entity' and 'neutrality'. I would also like to thank you, and the members of the NANPA Working Group, for the opportunity to provide this information and to discuss it with you at your recent meeting. If you have any additional requests for information, or would like to discuss any of the material provided in this letter, please feel free to contact me at 732-699-2125 (facsimile: 732-336-3295).

Sincerely,

Michael J. Wade
President

copy to: Richard Metzger
Geraldine Matise
Marian Gordon
Anna Gomez

DSMI 000464

**SMS/800 Management Team
Conference Call Notes
March 18, 1998**

A conference call for members of the SMS/800 Management Team (SMT) was held on March 18, 1998. Four (4) of the SMT companies were represented on the conference call so a quorum was present. Each of the topics discussed during the call is reviewed in the following notes. All action items and agreements are identified.

*gross w/
Wade D.
8*

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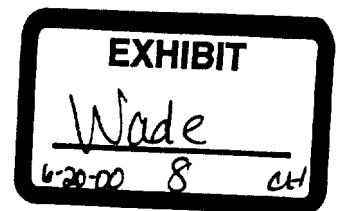
SMS/800 Management Team Companies Only

5) Miscellaneous:

If you have questions or comments regarding these notes, please contact me on 732-699-2125.

Michael J. Wade
SMS/800 Service

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DSMI 000016

SMS/800 Management Team

Meeting Notes

May 28-29, 1998

The members of the SMS/800 Management Team (SMT) held a meeting on May 28-29, 1998. All of the SMT companies were represented so a quorum was present. A list of the SMT members who participated in the meeting is attached to these notes. Each of the topics discussed during the meeting is reviewed in the following notes. All action items and agreements are identified.

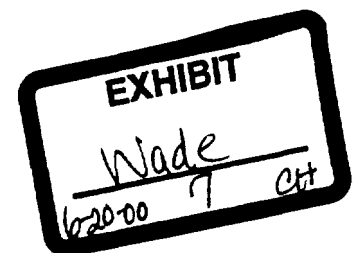
PROPRIETARY - RESTRICTED DISTRIBUTION

This document should be routed only to the members of the SMS/800 Management Team and those individuals whom the SMT members specifically identify as having a need to know.

11) Beehive Telephone Company (BTC) status:

There has been no recent activity related to BTC. The judge had requested a draft order from BTC approximately two months ago, but no order has been issued.

Agreement: Mike Wade will work with Floyd Jensen (Ray, Quinney & Nebeker) to draft a plan to release the 800-629 numbers into the pool of available numbers. SMT members recommend that the judge and BTC be informed after the release has occurred.



SMS/800

SMS/800 Management Team Conference Call Notes

November 18, 1998

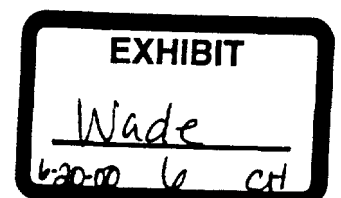
The members of the SMS/800 Management Team (SMT) held a conference call on Wednesday, November 18, 1998. Only three (3) of the SMT members were in attendance so a quorum was not present. All agreements and action items identified in these notes are considered tentative until confirmed by all SMT members.

1) Beehive Telephone Company (BTC) status report:

Michael Wade provided a readout of the recent oral arguments before the Tenth Circuit Court of Appeals in Denver. It appears that an Order from the Court may be received by the end of the year. The Order is expected to return the case to the Utah District Court with instructions to forward the matter to the Federal Communications Commission (FCC) for action.

More detailed information regarding the Court action was distributed via facsimile to SMT members on Tuesday, November 17th.

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5) Miscellaneous:

Action: Mike Wade will arrange the next vendor meeting for September 29 in St. Louis. That date will coincide with the September 30 meeting with the SMS/800 Data Center.

Agreement: All SMT members agreed not to respond to the recent editorial published in *America's Network* by Art Brothers of Beehive Telephone Company. (The same companies listed earlier were present for this vote.)

SMS/800 Management Team

Meeting Notes

January 21-22, 1999

The members of the SMS/800 Management Team (SMT) held a meeting on January 21-22, 1999. All SMT members were in attendance so a quorum was present. All agreements and action items are identified in these notes.

1) SNAC topics:

A readout from the recent Technical Subcommittee of the SMS/800 Number Administration Committee (SNAC) was discussed. The Technical Subcommittee discussed issues related to Year 2000 (Y2K) testing and SMS/800 performance. The Technical Subcommittee is expected to recommend that General Availability of SMS/800 Release 11.1 be delayed until the year 2000. (Release 11.1 is currently scheduled for late 1999.) The Subcommittee also requested that readouts of recent SMT activity related to potential enhancements to the performance of the SMS/800 system be presented at the next SNAC meeting.

SMT members discussed the Bellcore document outlining potential performance enhancements to the SMS/800 system. The document will form the basis for a readout to be provided to the SNAC at its February 8-11 meeting.

Agreement: SMT members agreed to categorize the potential enhancements into three (3) groups:

- Those enhancements recommended by the SMT that should be addressed via SNAC issues and prioritized as part of the regular process;
- Those enhancements not recommended by the SMT but which could be addressed via the SNAC process if SNAC members have a different perspective on the potential usefulness of the enhancements; and
- An enhancement which most directly relates to the Service Control Point (SCP) owners / operators, and will be addressed by the SMT with those SCP O/Os.

(Note: The potential SCP enhancement involves provision of a scalable

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Transaction Control Parameter / Internet Protocol [TCP/IP] interface between the SMS/800 and the SCPs. Development of such an interface has been requested by the SCP O/Os but requires SCP development as well as SMS/800 development, and may only partially address concerns associated with the transmission of very large records by Responsible Organizations [Resp Orgs].)

SNAC members will be asked to provide information on any additional performance enhancement ideas they may have.

Action: Mike Wade will work with Anil Patel and the Bellcore document authors to get appropriate charts prepared for the performance discussion with the SNAC. The charts will be concise and 'to the point.'

Action: Mike Wade will convey the following feedback to the Bellcore authors of the document:

- Section 3.1.6 of the document should be clarified to differentiate between Batch Input jobs and Mass Change batch jobs; and
- Section 3.2.2 should allow for a dynamic algorithm for determining thresholds for input throttling.

Mike will also convey the need for more 'out of the box' thinking when approaching analysis activities such as those addressing potential performance enhancements. Documents should contain more information regarding all of the options investigated, the advantages and disadvantages of each, etc.

A Bellcore document reviewing potential changes to current Mass Change processes and procedures was reviewed. SMT members again requested more detailed information on options addressed, and in particular are requesting additional information on the option of running multiple Numbering Plan Area (NPA) splits simultaneously.

Action: Mike Wade will work with Anil Patel and Vasantha Ananthakrishnan (Bellcore) to get appropriate charts prepared for the Mass Change discussion with the SNAC. The charts will be concise and 'to the point.'

As part of the review of potential changes to the current Mass Change processes and procedures, SNAC members will be asked to provide input as to whether the proposed changes will meet their needs or whether there are other options that should be investigated.

SMT members discussed SNAC concerns regarding the proposed limitations on

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